

COOLEY LLP

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Counsel to the Plan Administrator

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:) Chapter 11
RETAIL GROUP, INC., *et al.*,¹) Case No. 20-33113 (KRH)
Reorganized Debtors.) (Jointly Administered)
)

**NOTICE OF FILING OF REVISED PROPOSED ORDER SUSTAINING THE PLAN
ADMINISTRATOR'S THIRTY-FIRST OMNIBUS OBJECTION TO CLAIMS
(NO LIABILITY LEASE CLAIMS AND PARTIALLY SATISFIED LEASE CLAIMS)**

PLEASE TAKE NOTICE that on July 27, 2021, Jackson Square Advisors LLC, in its capacity as the plan administrator (the “Plan Administrator”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors,” and after the effective date of the chapter 11 plan confirmed in these cases, the “Reorganized Debtors”) filed *The Plan Administrator’s Thirty-First Omnibus Objection to Claims (No Liability Lease Claims and Partially Satisfied Lease Claims)* (the “Objection”) [Docket No. 2333], which includes a proposed form of order (the “Proposed Order”).

PLEASE TAKE FURTHER NOTICE that the Plan Administrator is hereby filing a revised proposed *Order Sustaining The Plan Administrator's Thirty-First Omnibus Objection to Claims (No Liability Lease Claims and Partially Satisfied Lease Claims)* (the “Revised Proposed Order”), which is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit B is a redline of the Revised Proposed Order as compared to the Proposed Order.

PLEASE TAKE FURTHER NOTICE that copies of the Objection, the Revised Proposed Order, and all other documents filed in these chapter 11 cases are available free of charge by: (a) visiting the Reorganized Debtors' restructuring website at

¹ A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors' claims and noticing agent at <http://cases.primeclerk.com/ascena>. The location of Reorganized Debtor Mahwah Bergen Retail Group, Inc.'s principal place of business and the Reorganized Debtors' service address in these chapter 11 cases is 933 MacArthur Boulevard, Mahwah, New Jersey 07430.

<https://cases.primeclerk.com/ascena> and/or (b) by calling (877) 930-4319 (toll free) or, for international callers, or (347) 817-4076 (international). You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.vaeb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: September 3, 2021

/s/ Olya Antle

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EXHIBIT A

Revised Proposed Order

COOLEY LLP

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	Chapter 11
RETAIL GROUP, INC., <i>et al.</i> , ¹)	Case No. 20-33113 (KRH)
Reorganized Debtors.)	(Jointly Administered)
)	

**ORDER SUSTAINING THE PLAN ADMINISTRATOR'S THIRTY-FIRST
OMNIBUS OBJECTION TO CLAIMS
(NO LIABILITY LEASE CLAIMS AND
PARTIALLY SATISFIED LEASE CLAIMS)**

Upon the objection (the “Objection”)² of Jackson Square Advisors LLC, in its capacity as the Plan Administrator of the above-captioned reorganized debtors (collectively, the “Debtors”), for entry of an order (this “Order”), modifying, disallowing and expunging Proofs of Claim set forth on Schedules 1–2 attached hereto, all as more fully set forth in the Objection; and upon the Esposito Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated August 15, 1984; and that this Court may enter a final order

¹ A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at <http://cases.primeclerk.com/asceena>. The location of Debtor Mahwah Bergen Retail Group, Inc.’s principal place of business and the Reorganized Debtors’ service address in these chapter 11 cases is 933 MacArthur Boulevard, Mahwah, New Jersey 07430.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Objection [Docket No. 2333].

consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Objection is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Plan Administrator's notice of the Objection and opportunity for a hearing on the Objection were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Objection; and this Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained as set forth herein.
2. The No Liability Lease Claims set forth on the attached Schedule 1 are hereby disallowed and expunged in their entirety.
3. The Administrative Portion of each of the Partially Satisfied Lease Claims set forth on the attached Schedule 2 is hereby disallowed and expunged; *provided* that this Order will not affect the unsecured amounts identified on Schedule 2 attached hereto in the column titled "Modified Claims." All parties' rights are reserved with respect to the Modified Claims, including the Plan Administrator's right to file a further objection and seek disallowance thereof and the GUC Trust's right to object to the unsecured amounts identified on Schedule 2.
4. The Plan Administrator's objection to the Disputed Claims addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each claim. Any stay of this Order pending appeal by any claimant subject to this Order shall only apply to the contested matter that involves

such claimant and shall not act to stay the applicability or finality of this Order with respect to the other contested matters covered hereby.

5. Nothing in this Order shall affect the Plan Administrator's right to object to any of the Modified Claims or any other Proofs of Claim at a future date.

6. The Claims Agent is authorized and directed to modify the claims register in accordance with entry of the relief granted in this Order.

7. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity, priority, or amount of any particular claim against a Debtor entity; (b) a waiver of the Plan Administrator's or any other party in interest's right to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Objection; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Plan Administrator's or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Plan Administrator or any other party in interest that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Order are valid and the Plan Administrator and all other parties in interest expressly reserve their rights to contest the extent, validity, or perfection or to seek avoidance of all such liens. Any payment made pursuant to this Order should not be construed as an admission as to the validity, priority, or amount of any particular claim or a waiver of the Plan Administrator's or any other party in interest's rights to subsequently dispute such claim.

8. The Plan Administrator is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Objection.

9. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____
Richmond, Virginia

United States Bankruptcy Judge

WE ASK FOR THIS:

/s/ Cullen D. Speckhart

COOLEY LLP

Cullen D. Speckhart (VSB 79096)
Olya Antle (VSB 83153)
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Counsel to the Plan Administrator

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Cullen D. Speckhart

Schedule 1

No Liability Lease Claims

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
1 156 FIFTH AVENUE CORP. C/O SPOTTS FAIN PC 411 E. FRANKLIN ST., STE. 600 RICHMOND, VA 23219	2/18/2021	20-33122 (KRH)	Ann, Inc.	6204	\$ 32,289.54*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
2 156 FIFTH AVENUE CORP. C/O SPOTTS FAIN PC 411 E. FRANKLIN ST., STE. 600 RICHMOND, VA 23219	2/18/2021	20-33132 (KRH)	AnnTaylor Retail, Inc.	6194	\$ 32,289.54*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
3 171 EAST 84TH OWNERS LLC C/O PATRICK MILNER GARAGE MANAGEMENT COMPANY 770 LEXINGTON AVE, 11TH FLOOR NEW YORK, NY 10065	3/12/2021	20-33132 (KRH)	AnnTaylor Retail, Inc.	6281	\$ 46,475.41
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
4 171 EAST 84TH OWNERS, LLC C/O CHAPMAN CONSULTING LLC 770 LEXINGTON AVENUE 11TH FLOOR NEW YORK, NY 10065	1/19/2021	20-33132 (KRH)	AnnTaylor Retail, Inc.	5840	\$ 36,501.00
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
5 BELDEN PARK DELAWARE, LLC C/O ROBERT L. STARK ENTERPRISES, INC. 629 EUCLID AVE, SUITE 1300 CLEVELAND, OH 44114	1/18/2021	20-33170 (KRH)	Tween Brands, Inc.	5474	\$ 14,055.56
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
6 BRANDON SHOPPING CENTER PARTNERS LTD. C/O BARCLAY DAMON, LLP ATTN: NICLAS A. FERLAND, ESQ. 545 LONG WHARF DRIVE, 9TH FLOOR NEW HAVEN, CT 06511	1/14/2021	20-33170 (KRH)	Tween Brands, Inc.	5314	\$ 880.79
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
7	BRE THRONE GARNER TOWNE SQUARE LP C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801	1/19/2021	20-33154 (KRH)	Lane Bryant, Inc.	5675	\$ 185.91
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
8	CAMDEN VILLAGE LLC C/O LA PIETRA AND NERLAND GREGORY NERLAND ONE KAISER PLAZA, SUITE 1015 OAKLAND, CA 94612	1/15/2021	20-33136 (KRH)	Ascena Retail Holdings, Inc.	5399	\$ 11,779.19
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
9	CAPITAL AUGUSTA PROPERTIES LLC GOULSTON & STORRS PC C/O VANESSA P. MOODY 400 ATLANTIC AVENUE BOSTON, MA 02110	1/18/2021	20-33154 (KRH)	Lane Bryant, Inc.	5635	\$ 4,631.35
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
10	COLISEUM SHOPPES LP JOHN R. HUMPHREY TAFT STETTINIUS & HOLLISTER LLP ONE INDIANA SQUARE SUITE 3500 INDIANAPOLIS, IN 46204	1/13/2021	20-33158 (KRH)	Catherines, Inc.	5251	\$ 3,600.19
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
11	CPT CREEKSIDE TOWN CENTER, LLC CLARK HILL PLC C/O DAVID M. BLAU, ESQ. 151 S. OLD WOODWARD AVE., STE. 200 BIRMINGHAM, MI 48009	1/19/2021	20-33170 (KRH)	Tween Brands, Inc.	5779	\$ 10,683.02
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
12	CPT PEACHTREE FORUM I, LLC C/O DAVID B. KITCHENS, ESQUIRE KITCHENS KELLEY GAYNES P.C. GLENRIDGE HIGHLANDS ONE, SUITE 800 5555 GLENRIDGE CONNECTOR ATLANTA, GA 30342	3/23/2021	20-33132 (KRH)	AnnTaylor Retail, Inc.	6312	\$ 3,894.89
Reason: No liability exists on the Debtors' books and records. The liability relates to executory contracts which were assumed and assigned to Premium Brands Opc LLC.						

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
13	CTC GILBERT PHASE 1, L.L.C. C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801	1/19/2021	20-33154 (KRH)	Lane Bryant, Inc.	5753	\$ 7,817.14
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
14	DEVIL'S LAKE ROAD, LLC LOUIS F. SOLIMINE - THOMPSON HINE LLP 312 WALNUT STREET-14TH FLOOR CINCINNATI, OH 45202	1/18/2021	20-33144 (KRH)	Lane Bryant #6243, Inc.	5578	\$ 7,010.22
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
15	EKLECCO NEWCO LLC C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/15/2021	20-33154 (KRH)	Lane Bryant, Inc.	5369	\$ 484.35*
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
16	EKLECCO NEWCO LLC C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/15/2021	20-33170 (KRH)	Tween Brands, Inc.	5372	\$ 9.90*
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
17	ENVISION USA (STL), LLC C/O CKE PROPERTIES 1480 WOODSTONE DR., SUITE 215 ST.CHALES, MO 63304	1/19/2021	20-33158 (KRH)	Catherines, Inc.	5756	\$ 1,071.47
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
18	FAIRLANE 28, LLC C/O DAVID M. BLAU, ESQ. CLARK HILL PLC 151 S. OLD WOODWARD AVE., STE. 200 BIRMINGHAM, MI 48009	1/19/2021	20-33158 (KRH)	Catherines, Inc.	5883	\$ 6,375.90
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
19	FOX VALLEY MALL, LLC BALLARD SPAHR LLP C/O DUSTIN P. BRANCH, ESQ. 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	1/19/2021	20-33154 (KRH)	Lane Bryant, Inc.	5901	\$ 26.06
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
20	FR RIVERPOINT, LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FL. WILMINGTON, DE 19801	1/19/2021	20-33170 (KRH)	Tween Brands, Inc.	5725	\$ 1.07
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
21	GALLERIA MALL INVESTORS, LP C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801	2/19/2021	20-33132 (KRH)	AnnTaylor Retail, Inc.	6205	\$ 990.71
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
22	GARDEN CITY OWNER LLC C/O VANESSA P. MOODY GOULSTON & STORRS PC 400 ATLANTIC AVENUE BOSTON, MA 02110	3/8/2021	20-33132 (KRH)	AnnTaylor Retail, Inc.	6269	\$ 10,220.36
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
23	GOVERNOR PLAZA ASSOCIATES ATTN: LESLIE C. HEILMAN, ESQ. C/O BALLARD SPAHR LLP 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801	1/19/2021	20-33158 (KRH)	Catherines, Inc.	5863	\$ 4.71
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
24	GREENWOOD PLACE COMMONS, LP JOHN R. HUMPHREY TAFT STETTINIUS & HOLLISTER LLP ONE INDIANA SQUARE SUITE 3500 INDIANAPOLIS, IN 46204	1/13/2021	20-33158 (KRH)	Catherines, Inc.	5248	\$ 2,764.23
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
25	HVTC, LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801	1/19/2021	20-33170 (KRH)	Tween Brands, Inc.	5912	\$ 5,190.12
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
26	IREIT FLOWOOD DOGWOOD, L.L.C. C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/13/2021	20-33170 (KRH)	Tween Brands, Inc.	5244	\$ 703.15*
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
27	IREIT WEST VALLEY CITY LAKE PARK, L.L.C. C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/13/2021	20-33154 (KRH)	Lane Bryant, Inc.	5252	\$ 554.37*
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
28	MN-CRYSTAL CENTER-QRX, LLC C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/13/2021	20-33158 (KRH)	Catherines, Inc.	5240	\$ 220.42*
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
29	OLD ORCHARD URBAN LIMITED PARTNERSHIP C/O BARCLAY DAMON, LLP ATTN: NICLAS A. FERLAND, ESQ. 545 LONG WHARF DRIVE, 9TH FLOOR NEW HAVEN, CT 06511	1/14/2021	20-33170 (KRH)	Tween Brands, Inc.	5326	\$ 1,367.71
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
30	PSLP LLC, A NEW JERSEY LIMITED LIABILITY COMPANY, SUCCESSOR BY MERGER TO PALMER SQUARE LIMITED PARTNERSHIP CLARK HILL PLC C/O NELSON O. ROPKE 500 WOODWARD AVENUE SUITE 3500 DETROIT, MI 48226	4/1/2021	20-33132 (KRH)	AnnTaylor Retail, Inc.	6353	\$ 1,744.04
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
31	PYRAMID WALDEN COMPANY, LP C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/15/2021	20-33170 (KRH)	Tween Brands, Inc.	5390	\$ 379.73*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
32	RAMCO JACKSONVILLE LLC C/O BARCLAY DAMON LLP ATTN: KEVIN M NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/19/2021	20-33158 (KRH)	Catherines, Inc.	5897	\$ 12,657.98*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
33	RLP DEVELOPMENT COMPANY 514 EAST VANDALIA EDWARDSVILLE, IL 62025	2/12/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	6188	\$ 13,854.18
Reason: No liability exists on the Debtors' books and records on account of a Maurices Incorporated lease. Maurices Incorporated is not a legal entity in this bankruptcy case.						
34	SALMON RUN SHOPPING CENTER, L.L.C. C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/15/2021	20-33170 (KRH)	Tween Brands, Inc.	5368	\$ 362.32*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
35	SANGERTOWN SQUARE, L.L.C. C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/15/2021	20-33170 (KRH)	Tween Brands, Inc.	5391	\$ 1,050.29*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
36	SP PORTERS VALE, LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH F WILMINGTON, DE 19801	1/19/2021	20-33170 (KRH)	Tween Brands, Inc.	5613	\$ 222.31
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
37	STUYVESANT PLAZA 4 TOWER PLACE SUITE 101 ALBANY, NY 12203	9/21/2020	20-33132 (KRH)	AnnTaylor Retail, Inc.	1956	\$ 774,229.85
Reason: No liability exists on the Debtors' books and records. The lease associated with this claim was assumed and assigned to Premium Brands Opc LLC.						
38	TOWNE CENTER VENTURE, L.L.P. 2001 KIRBY DRIVE, SUITE 610 HOUSTON, TX 77019	1/19/2021	20-33158 (KRH)	Catherines, Inc.	5782	\$ 1,885.06
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
39	WPI - GRAND PLAZA SAN MARCOS, LLC UAP - GRAND PLAZA, LLC C/O NEWMARK MERRILL COMPANIES, INC. ATTN: CATRINA BRANNON 427 COLLEGE BOULEVARD, SUITE K OCEANSIDE, CA 92057	4/2/2021	20-33115 (KRH)	Charming Shoppes, Inc.	6361	\$ 6,813.01
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
40	WPI - GRAND PLAZA SAN MARCOS, LLC UAP - GRAND PLAZA, LLC C/O NEWMARK MERRILL COMPANIES, INC. ATTN: CATRINA BRANNON 427 COLLEGE BOULEVARD, SUITE K OCEANSIDE, CA 92057	4/2/2021	20-33115 (KRH)	Charming Shoppes, Inc.	6362	\$ 6,813.01
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
41	WPI - GRAND PLAZA SAN MARCOS, LLC UAP - GRAND PLAZA, LLC C/O NEWMARK MERRILL COMPANIES, INC. ATTN: CATRINA BRANNON 427 COLLEGE BOULEVARD, SUITE K OCEANSIDE, CA 92057	4/2/2021	20-33144 (KRH)	Lane Bryant #6243, Inc.	6359	\$ 6,813.01
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
42	WPI - GRAND PLAZA SAN MARCOS, LLC UAP - GRAND PLAZA, LLC C/O NEWMARK MERRILL COMPANIES, INC. ATTN: CATRINA BRANNON 427 COLLEGE BOULEVARD, SUITE K OCEANSIDE, CA 92057	4/2/2021	20-33144 (KRH)	Lane Bryant #6243, Inc.	6365	\$ 6,813.01
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
43	WRIT 1140, LLC C/O WASHREIT 1775 EYE STREET NW, SUITE 1000 WASHINGTON, DC 20006	3/24/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	6323	\$ 41,256.81
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
						TOTAL \$ 1,116,972.89*

Schedule 2

Partially Satisfied Lease Claims

Retail Group Inc. 20-33113(KRH)
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Thirty-First Omnibus Claims Objection
Schedule 2 - Partially Satisfied Claims

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1 ASH TREE SQUARE, LLC C/O MANCO ABBOTT P.O BOX 9440 FRESNO, CA 93792-9440	3077	Lane Bryant, Inc.	Administrative	\$460.68	Lane Bryant, Inc.	Administrative	\$0.00
		Lane Bryant, Inc.	Unsecured	\$224,227.10		Unsecured	\$224,227.10
			Subtotal	\$224,687.78		Subtotal	\$224,227.10
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
2 BELLEVUE SQUARE, LLC NOLD MUCHINSKY PLLC 10500 NE 8TH STREET, SUITE 930 BELLEVUE, WA 98004	6236	AnnTaylor Retail, Inc.	Administrative	\$783.00	AnnTaylor Retail, Inc.	Administrative	\$0.00
		AnnTaylor Retail, Inc.	Unsecured	\$496,901.17		Unsecured	\$496,901.17
			Subtotal	\$497,684.17		Subtotal	\$496,901.17
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
3 BFW/HOWELL ASSOCIATES, LLC 570 DELAWARE AVE BUFFALO, NY 14202	943	Tween Brands, Inc.	Administrative	\$6,459.96	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$143,984.69		Unsecured	\$143,984.69
			Subtotal	\$150,444.65		Subtotal	\$143,984.69
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
4 CRAIG REALTY GROUP-TULARE, LLC CRAIG REALTY GROUP; ATTN: T. SWAN 4100 MACARTHUR BLVD., STE. 100 NEWPORT BEACH, CA 92660	2557	Lane Bryant #6243, Inc.	Administrative	\$71,512.96	Lane Bryant #6243, Inc.	Administrative	\$0.00
		Lane Bryant #6243, Inc.	Unsecured	\$100,175.38		Unsecured	\$100,175.38
			Subtotal	\$171,688.34		Subtotal	\$100,175.38
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
5 CRAIG REALTY GROUP-TULARE, LLC ATTN: T. SWAN 4100 MACARTHUR BLVD., STE. 100 NEWPORT BEACH, CA 92660	2730	Tween Brands, Inc.	Administrative	\$67,057.07	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$27,814.36		Unsecured	\$27,814.36
			Subtotal	\$94,871.43		Subtotal	\$27,814.36
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
6 DULLES 28 RETAIL CENTRE GROUP L.L.C. LERNER CORPORATION 2000 TOWER OAKS BLVD., 8TH FLOOR ROCKVILLE, MD 20852	228	Tween Brands, Inc.	Administrative	\$2,535.85	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$81,517.82		Unsecured	\$81,517.82
			Subtotal	\$84,053.67		Subtotal	\$81,517.82
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							

Retail Group Inc. 20-33113(KRH)
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Thirty-First Omnibus Claims Objection
Schedule 2 - Partially Satisfied Claims

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
7 DULLES TOWN CENTER MALL L.L.C.	747	Tween Brands, Inc.	Administrative	\$7,406.83	Tween Brands, Inc.	Administrative	\$0.00
LERNER CORPORATION			Unsecured	\$305,213.37	Tween Brands, Inc.	Unsecured	\$305,213.37
2000 TOWER OAKS BLVD., 8TH FLOOR			Subtotal	\$312,620.20		Subtotal	\$305,213.37
ROCKVILLE, MD 20852							
REEP-RTL DTC VA LLC AS TRANSFEREE OF DULLES TOWN CENTER MALL L.L.C.							
ATTN: ALAN RUBENSTEIN							
DULLES TOWN CENTER							
C/O REAL ESTATE							
51 MADISON AVENUE, 9TH FL							
NEW YORK, NY 10010-1603							
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
8 FORUM LONE STAR, L.P.	5503	Tween Brands, Inc.	Administrative	\$6,898.84	Tween Brands, Inc.	Administrative	\$0.00
C/O JASPMAN SCHLESINGER LLP			Unsecured	\$40,463.16	Tween Brands, Inc.	Unsecured	\$40,463.16
300 GARDEN CITY PLAZA, 5TH FLOOR			Subtotal	\$47,362.00		Subtotal	\$40,463.16
GARDEN CITY, NY 11530							
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
9 HAMMOND SQUARE, L.L.C.	3343	Tween Brands, Inc.	Administrative	\$12,545.01	Tween Brands, Inc.	Administrative	\$0.00
ATTN: JUSTIN R. GLENN			Unsecured	\$20,863.83	Tween Brands, Inc.	Unsecured	\$20,863.83
ADAMS AND REESE LLP			Subtotal	\$33,408.84		Subtotal	\$20,863.83
701 POYDRAS STREET, SUITE 4500							
NEW ORLEANS, LA 70139							
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
10 HG GALLERIA, LLC	2156	Tween Brands, Inc.	Administrative	\$31,276.40	Tween Brands, Inc.	Administrative	\$0.00
SIMON PROPERTY GROUP - BANKRUPTCY			Unsecured	\$1,087,284.18	Tween Brands, Inc.	Unsecured	\$1,087,284.18
225 WEST WASHINGTON STREET			Subtotal	\$1,118,560.58		Subtotal	\$1,087,284.18
INDIANAPOLIS, IN 46204							
Reason: All administrative asserted liabilities for post-petition charges have been (1) paid through the date of the lease rejection for those leases ordered rejected or (2) no liability exists on the Debtor's books and records as the liability relates to executory contracts which were assumed and assigned to Premium Brands Opco LLC.							
11 HIGHLAND COMMONS ASSOCIATES, LLC	1317	Lane Bryant, Inc.	Administrative	\$5,492.11	Lane Bryant, Inc.	Administrative	\$0.00
570 DELAWARE AVE			Unsecured	\$220,141.79	Lane Bryant, Inc.	Unsecured	\$0.00*
BUFFALO, NY 14202			Subtotal	\$225,633.90		Subtotal	\$0.00
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
*Amount modified to \$0 per Order Dkt. No. 2252							

Retail Group Inc. 20-33113 (KRH)
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 Thirty-First Omnibus Claims Objection
 Schedule 2 - Partially Satisfied Claims

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
12 L.I. PORTFOLIO HOLDINGS, LLC DUSTIN P. BRANCH, ESQ. BALLARD SPAHR LLP 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	6126	AnnTaylor Retail, Inc. AnnTaylor Retail, Inc.	Administrative Unsecured Subtotal	\$10,451.51 \$381,170.61 \$391,622.12	AnnTaylor Retail, Inc. AnnTaylor Retail, Inc.	Administrative Unsecured Subtotal	\$0.00 \$381,170.61 \$381,170.61
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
13 LINCOLN PLAZA CENTER, L.P. SIMON PROPERTY GROUP - BANKRUPTCY 225 WEST WASHINGTON STREET INDIANAPOLIS, IN 46204	2585	AnnTaylor Retail, Inc. AnnTaylor Retail, Inc.	Administrative Unsecured Subtotal	\$4,191.49 \$125,163.86 \$129,355.35	AnnTaylor Retail, Inc. AnnTaylor Retail, Inc.	Administrative Unsecured Subtotal	\$0.00 \$125,163.86 \$125,163.86
Reason: All administrative asserted liabilities for post-petition charges have been (1) paid through the date of the lease rejection for those leases ordered rejected or (2) no liability exists on the Debtor's books and records as the liability relates to executory contracts which were assumed and assigned to Premium Brands Opc LLC.							
14 MALL AT MONTGOMERY, L.P. SIMON PROPERTY GROUP - BANKRUPTCY 225 WEST WASHINGTON STREET INDIANAPOLIS, IN 46204	2568	AnnTaylor Retail, Inc. AnnTaylor Retail, Inc.	Administrative Unsecured Subtotal	\$10,826.40 \$379,504.11 \$390,330.51	AnnTaylor Retail, Inc. AnnTaylor Retail, Inc.	Administrative Unsecured Subtotal	\$0.00 \$379,504.11 \$379,504.11
Reason: All administrative asserted liabilities for post-petition charges have been (1) paid through the date of the lease rejection for those leases ordered rejected or (2) no liability exists on the Debtor's books and records as the liability relates to executory contracts which were assumed and assigned to Premium Brands Opc LLC.							
15 PIER PARK, LLC SIMON PROPERTY GROUP ATTN: BANKRUPTCY 225 WEST WASHINGTON STREET INDIANAPOLIS, IN 46204	3310	Tween Brands, Inc. Tween Brands, Inc.	Administrative Unsecured Subtotal	\$1,743.89 \$85,871.14 \$87,615.03	Tween Brands, Inc. Tween Brands, Inc.	Administrative Unsecured Subtotal	\$0.00 \$85,871.14 \$85,871.14
Reason: All administrative asserted liabilities for post-petition charges have been (1) paid through the date of the lease rejection for those leases ordered rejected or (2) no liability exists on the Debtor's books and records as the liability relates to executory contracts which were assumed and assigned to Premium Brands Opc LLC.							
16 PREP HILLSIDE REAL ESTATE LLC MEAGAN D. WEBB DIRECTOR OF LEGAL SERVICES 5905 E. GALBRAITH RD. SUITE 1000 CINCINNATI, OH 45236	5300	Tween Brands, Inc. Tween Brands, Inc.	Administrative Unsecured Subtotal	\$224.95 \$108,014.14 \$108,239.09	Tween Brands, Inc. Tween Brands, Inc.	Administrative Unsecured Subtotal	\$0.00 \$108,014.14 \$108,014.14
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							

Retail Group Inc. 20-33113(KRH)
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Thirty-First Omnibus Claims Objection
Schedule 2 - Partially Satisfied Claims

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS			
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT	
17 TRAHWEN, LLC 570 DELAWARE AVE BUFFALO, NY 14202	1365	Catherines, Inc.	Administrative	\$10,226.84	Catherines, Inc.	Administrative	\$0.00	
		Catherines, Inc.	Unsecured	\$39,760.24		Unsecured	\$39,760.24	
			Subtotal	\$49,987.08		Subtotal	\$39,760.24	
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.								
18 TWC CHANDLER, LLC BALLARD SPAHR LLP DUSTIN P. BRANCH, ESQ. 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	5544	Tween Brands, Inc.	Administrative	\$2,321.78	Tween Brands, Inc.	Administrative	\$0.00	
		Tween Brands, Inc.	Unsecured	\$517,201.92		Unsecured	\$517,201.92	
			Subtotal	\$519,523.70		Subtotal	\$517,201.92	
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.								
19 WEINGARTEN NOSTAT, INC. C/O WEINGARTEN REALTY INVESTORS ATTN: LITIGATION DIVISION 2600 CITADEL PLAZA DR., SUITE 125 HOUSTON, TX 77008	4860	Lane Bryant, Inc.	Administrative	\$427.06	Lane Bryant, Inc.	Administrative	\$0.00	
		Lane Bryant, Inc.	Unsecured	\$199,035.58		Unsecured	\$199,035.58	
			Subtotal	\$199,462.64		Subtotal	\$199,035.58	
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.								
20 WG TAVERN SQUARE VENTURE LLC C/O GROSS, ROMANICK, DEAN & DESIMONE, PC 3975 UNIVERSITY DRIVE, SUITE 410 FAIRFAX, VA 22030-2520	4436	AnnTaylor Retail, Inc.	Administrative	\$8,703.33	AnnTaylor Retail, Inc.	Administrative	\$0.00	
		AnnTaylor Retail, Inc.	Unsecured	\$499,264.47		Unsecured	\$499,264.47	
			Subtotal	\$507,967.80		Subtotal	\$499,264.47	
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.								
TOTAL			\$ 5,345,118.88		TOTAL		\$ 4,863,431.13	

EXHIBIT B

Redline

COOLEY LLP

Cullen D. Speckhart (VSB 79096)
Olya Antle (VSB 83153)
1299 Pennsylvania Avenue, NW, Suite 700
Washington, DC 20004-2400
Telephone: (202) 842-7800
Facsimile: (202) 842-7899

Counsel to the Plan Administrator

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	Chapter 11
RETAIL GROUP, INC., <i>et al.</i> ¹)	Case No. 20-33113 (KRH)
Reorganized Debtors.)	(Jointly Administered)
)	

**ORDER SUSTAINING THE PLAN ADMINISTRATOR'S THIRTY-FIRST
OMNIBUS OBJECTION TO CLAIMS
(NO LIABILITY LEASE CLAIMS AND
PARTIALLY SATISFIED LEASE CLAIMS)**

Upon the objection (the “Objection”)² of Jackson Square Advisors LLC, in its capacity as the Plan Administrator of the above-captioned reorganized debtors ~~and debtors in possession~~ (collectively, the “Debtors”), for entry of an order (this “Order”), modifying, disallowing and expunging ~~the portion of each ProofProofs~~ of Claim set forth on Schedules 1–2 attached hereto, all as more fully set forth in the Objection; and upon the Esposito Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated

¹ A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at <http://cases.primeclerk.com/asceena>. The location of Debtor Mahwah Bergen Retail Group, Inc.’s principal place of business and the Reorganized Debtors’ service address in these chapter 11 cases is 933 MacArthur Boulevard, Mahwah, New Jersey 07430.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Objection [Docket No. 2333].

August 15, 1984; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Objection is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Plan Administrator's notice of the Objection and opportunity for a hearing on the Objection were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Objection; and this Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained as set forth herein.
2. The No Liability Lease Claims set forth on the attached Schedule 1 are hereby disallowed and expunged in their entirety.
3. The Administrative Portion of each of the Partially Satisfied Lease Claims set forth on the attached Schedule 2 is hereby disallowed and expunged; *provided* that this Order will not affect the unsecured amounts identified on Schedule 2 attached hereto in the column titled "Modified Claims." All parties' rights are reserved with respect to the Modified Claims, including the Plan Administrator's right to file a further objection and seek disallowance thereof and the GUC Trust's right to object to the unsecured amounts identified on Schedule 2.
4. The Plan Administrator's objection to the Disputed Claims addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each claim. Any stay of this Order pending appeal by any claimant subject to this Order shall only apply to the contested matter that involves

such claimant and shall not act to stay the applicability or finality of this Order with respect to the other contested matters covered hereby.

5. Nothing in this Order shall affect the Plan Administrator's right to object to any of the Modified Claims or any other Proofs of Claim at a future date.

6. The Claims Agent is authorized and directed to modify the claims register in accordance with entry of the relief granted in this Order.

7. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity, priority, or amount of any particular claim against a Debtor entity; (b) a waiver of the Plan Administrator's or any other party in interest's right to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Objection; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Plan Administrator's or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Plan Administrator or any other party in interest that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Order are valid and the Plan Administrator and all other parties in interest expressly reserve their rights to contest the extent, validity, or perfection or to seek avoidance of all such liens. Any payment made pursuant to this Order should not be construed as an admission as to the validity, priority, or amount of any particular claim or a waiver of the Plan Administrator's or any other party in interest's rights to subsequently dispute such claim.

8. The Plan Administrator is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Objection.

9. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____
Richmond, Virginia

United States Bankruptcy Judge

WE ASK FOR THIS:

/s/ Cullen D. Speckhart

COOLEY LLP

Cullen D. Speckhart (VSB 79096)
Olya Antle (VSB 83153)
1299 Pennsylvania Avenue, NW, Suite 700
Washington, DC 20004-2400
Telephone: (202) 842-7800
Facsimile: (202) 842-7899

Counsel to the Plan Administrator

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Cullen D. Speckhart

Schedule 1

No Liability Lease Claims

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims - **REDLINE**

NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
1 156 FIFTH AVENUE CORP. C/O SPOTTS FAIN PC 411 E. FRANKLIN ST., STE. 600 RICHMOND, VA 23219	2/18/2021	20-33122 (KRH) Ann, Inc.		6204	\$ 32,289.54*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
2 156 FIFTH AVENUE CORP. C/O SPOTTS FAIN PC 411 E. FRANKLIN ST., STE. 600 RICHMOND, VA 23219	2/18/2021	20-33132 (KRH) AnnTaylor Retail, Inc.		6194	\$ 32,289.54*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
3 171 EAST 84TH OWNERS LLC C/O PATRICK MILNER GARAGE MANAGEMENT COMPANY 770 LEXINGTON AVE, 11TH FLOOR NEW YORK, NY 10065	3/12/2021	20-33132 (KRH) AnnTaylor Retail, Inc.		6281	\$ 46,475.41
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
4 171 EAST 84TH OWNERS, LLC C/O CHAPMAN CONSULTING LLC 770 LEXINGTON AVENUE 11TH FLOOR NEW YORK, NY 10065	1/19/2021	20-33132 (KRH) AnnTaylor Retail, Inc.		5840	\$ 36,501.00
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
5 ARCP MT ABILENE TX, LLC C/O KUTAK ROCK LLP ATTN: LISA M. PETERS, ESQ. 1650 FARNAM STREET OMAHA, NE 68102	1/19/2021	20-33154 (KRH) Lane Bryant, Inc.		5641	\$ 474.14
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
6 ARCP MT BOWLING GREEN KY, LLC C/O KUTAK ROCK LLP ATTN: LISA M. PETERS 1650 FARNAM STREET OMAHA, NE 68102	1/19/2021	20-33154 (KRH) Lane Bryant, Inc.		5674	\$ 187.06
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
7	ARCP-MT LAWTON OK, LLC <u>C/O KUTAK ROCK LLP</u> <u>ATTN: LISA M. PETERS, ESQ.</u> <u>1650 FARNAM STREET</u> <u>OMAHA, NE 68102</u>	1/19/2021	20-33154 (KRH)	Lane Bryant, Inc.	5615	\$ 200.53
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
8	ARCP-MT MONROE LA, LLC <u>C/O KUTAK ROCK LLP</u> <u>ATTN: LISA M. PETERS</u> <u>1650 FARNAM STREET</u> <u>OMAHA, NE 68102</u>	1/19/2021	20-33154 (KRH)	Lane Bryant, Inc.	5604	\$ 246.42
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
9	BELDEN PARK DELAWARE, LLC <u>C/O ROBERT L. STARK ENTERPRISES, INC.</u> <u>629 EUCLID AVE, SUITE 1300</u> <u>CLEVELAND, OH 44114</u>	1/18/2021	20-33170 (KRH)	Tween Brands, Inc.	5474	\$ 14,055.56
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
10	BRANDON SHOPPING CENTER PARTNERS LTD. <u>C/O BARCLAY DAMON, LLP</u> <u>ATTN: NICLAS A. FERLAND, ESQ.</u> <u>545 LONG WHARF DRIVE, 9TH FLOOR</u> <u>NEW HAVEN, CT 06511</u>	1/14/2021	20-33170 (KRH)	Tween Brands, Inc.	5314	\$ 880.79
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
11	BRE THRONE GARNER TOWNE SQUARE LP <u>C/O BALLARD SPAHR LLP</u> <u>ATTN: LESLIE C. HEILMAN, ESQ.</u> <u>919 N. MARKET STREET, 11TH FLOOR</u> <u>WILMINGTON, DE 19801</u>	1/19/2021	20-33154 (KRH)	Lane Bryant, Inc.	5675	\$ 185.91
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
12	CAMDEN VILLAGE LLC <u>C/O LA PIETRA AND NERLAND</u> <u>GREGORY NERLAND</u> <u>ONE KAISER PLAZA, SUITE 1015</u> <u>OAKLAND, CA 94612</u>	1/15/2021	20-33136 (KRH)	Ascena Retail Holdings, Inc.	5399	\$ 11,779.19
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
13	CAPITAL AUGUSTA PROPERTIES LLC GOULSTON & STORRS PC C/O VANESSA P. MOODY 400 ATLANTIC AVENUE BOSTON, MA 02110	1/18/2021	20-33154 (KRH)	Lane Bryant, Inc.	5635	\$ 4,631.35
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
14	CENTERTON SQUARE OWNERS, LLC C/O MICHAEL S. AMATO, ESQ. RUSKIN MOSCOU FALTISCHEK, P.C. 1425 RXR PLAZA UNIONDALE, NY 11556-1425	1/19/2021	20-33170 (KRH)	Tween Brands, Inc.	5643	\$ 17,733.97
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
15	COLE MT RAPID CITY SD(I), LLC C/O KUTAK ROCK LLP ATTN: LISA M PETERS, ESQ. 1650 FARNAM STREET OMAHA, NE 68102	1/19/2021	20-33170 (KRH)	Tween Brands, Inc.	5601	\$ 300.44
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
16	COLISEUM SHOPPES LP JOHN R. HUMPHREY TAFT STETTINIUS & HOLLISTER LLP ONE INDIANA SQUARE SUITE 3500 INDIANAPOLIS, IN 46204	1/13/2021	20-33158 (KRH)	Catherines, Inc.	5251	\$ 3,600.19
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
17	CPT CREEKSIDE TOWN CENTER, LLC CLARK HILL PLC C/O DAVID M. BLAU, ESQ. 151 S. OLD WOODWARD AVE., STE. 200 BIRMINGHAM, MI 48009	1/19/2021	20-33170 (KRH)	Tween Brands, Inc.	5779	\$ 10,683.02
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
18	CPT PEACHTREE FORUM I, LLC C/O DAVID B. KITCHENS, ESQUIRE KITCHENS KELLEY GAYNES P.C. GLENRIDGE HIGHLANDS ONE, SUITE 800 5555 GLENRIDGE CONNECTOR ATLANTA, GA 30342	3/23/2021	20-33132 (KRH)	AnnTaylor Retail, Inc.	6312	\$ 3,894.89
Reason: No liability exists on the Debtors' books and records. The liability relates to executory contracts which were assumed and assigned to Premium Brands Opc LLC.						

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
19	CTC GILBERT PHASE 1, L.L.C. C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801	1/19/2021	20-33154 (KRH)	Lane Bryant, Inc.	5753	\$ 7,817.14
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
20	DEVIL'S LAKE ROAD, LLC LOUIS F. SOLIMINE - THOMPSON HINE LLP 312 WALNUT STREET-14TH FLOOR CINCINNATI, OH 45202	1/18/2021	20-33144 (KRH)	Lane Bryant #6243, Inc.	5578	\$ 7,010.22
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
21	EKLECCO NEWCO LLC C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/15/2021	20-33154 (KRH)	Lane Bryant, Inc.	5369	\$ 484.35*
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
22	EKLECCO NEWCO LLC C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/15/2021	20-33170 (KRH)	Tween Brands, Inc.	5372	\$ 9.90*
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
23	ENVISION USA (STL), LLC C/O CKE PROPERTIES 1480 WOODSTONE DR., SUITE 215 ST.CHALES, MO 63304	1/19/2021	20-33158 (KRH)	Catherines, Inc.	5756	\$ 1,071.47
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
24	FAIRLANE 28, LLC C/O DAVID M. BLAU, ESQ. CLARK HILL PLC 151 S. OLD WOODWARD AVE., STE. 200 BIRMINGHAM, MI 48009	1/19/2021	20-33158 (KRH)	Catherines, Inc.	5883	\$ 6,375.90
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
25	FOX VALLEY MALL, LLC BALLARD SPAHR LLP C/O DUSTIN P. BRANCH, ESQ. 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	1/19/2021	20-33154 (KRH)	Lane Bryant, Inc.	5901	\$ 26.06
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
26	FR FLORIDA, INC. C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FL WILMINGTON, DE 19801	1/19/2021	20-33170 (KRH)	Tween Brands, Inc.	5833	\$ 479.14
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
27	FR RIVERPOINT, LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FL. WILMINGTON, DE 19801	1/19/2021	20-33170 (KRH)	Tween Brands, Inc.	5725	\$ 1.07
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
28	GALLERIA MALL INVESTORS, LP C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801	2/19/2021	20-33132 (KRH)	AnnTaylor Retail, Inc.	6205	\$ 990.71
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
29	GARDEN CITY OWNER LLC C/O VANESSA P. MOODY GOULSTON & STORRS PC 400 ATLANTIC AVENUE BOSTON, MA 02110	3/8/2021	20-33132 (KRH)	AnnTaylor Retail, Inc.	6269	\$ 10,220.36
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
30	GOVERNOR PLAZA ASSOCIATES ATTN: LESLIE C. HEILMAN, ESQ. C/O BALLARD SPAHR LLP 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801	1/19/2021	20-33158 (KRH)	Catherines, Inc.	5863	\$ 4.71
	Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
31	GREENWOOD PLACE COMMONS, LP JOHN R. HUMPHREY TAFT STETTINIUS & HOLLISTER LLP ONE INDIANA SQUARE SUITE 3500 INDIANAPOLIS, IN 46204	1/13/2021	20-33158 (KRH)	Catherines, Inc.	5248	\$ 2,764.23
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
32	HVTC, LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801	1/19/2021	20-33170 (KRH)	Tween Brands, Inc.	5912	\$ 5,190.12
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
33	IREIT FLOWOOD DOGWOOD, L.L.C. C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/13/2021	20-33170 (KRH)	Tween Brands, Inc.	5244	\$ 703.15*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
34	IREIT WEST VALLEY CITY LAKE PARK, L.L.C. C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/13/2021	20-33154 (KRH)	Lane Bryant, Inc.	5252	\$ 554.37*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
35	MN-CRYSTAL CENTER-QRX, LLC C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/13/2021	20-33158 (KRH)	Catherines, Inc.	5240	\$ 220.42*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
36	OLD ORCHARD URBAN LIMITED PARTNERSHIP C/O BARCLAY DAMON, LLP ATTN: NICLAS A. FERLAND, ESQ. 545 LONG WHARF DRIVE, 9TH FLOOR NEW HAVEN, CT 06511	1/14/2021	20-33170 (KRH)	Tween Brands, Inc.	5326	\$ 1,367.71
37	PSLP LLC, A NEW JERSEY LIMITED LIABILITY COMPANY, SUCCESSOR BY MERGER TO PALMER SQUARE LIMITED PARTN CLARK HILL PLC C/O NELSON O. ROPKE 500 WOODWARD AVENUE SUITE 3500 DETROIT, MI 48226	4/1/2021	20-33132 (KRH)	AnnTaylor Retail, Inc.	6353	\$ 1,744.04
38	PYRAMID WALDEN COMPANY, LP C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/15/2021	20-33170 (KRH)	Tween Brands, Inc.	5390	\$ 379.73*
39	RAMCO JACKSONVILLE LLC C/O BARCLAY DAMON LLP ATTN: KEVIN M NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/19/2021	20-33158 (KRH)	Catherines, Inc.	5897	\$ 12,657.98*
40	RLP DEVELOPMENT COMPANY 514 EAST VANDALIA EDWARDSVILLE, IL 62025	2/12/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	6188	\$ 13,854.18

Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.

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Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.

Reason: No liability exists on the Debtors' books and records on account of a Maurices Incorporated lease. Maurices Incorporated is not a legal entity in this bankruptcy case.

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
41	SALMON RUN SHOPPING CENTER, L.L.C. C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/15/2021	20-33170 (KRH)	Tween Brands, Inc.	5368	\$ 362.32*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
42	SANGERTOWN SQUARE, L.L.C. C/O BARCLAY DAMON LLP ATTN: KEVIN M. NEWMAN BARCLAY DAMON TOWER 125 EAST JEFFERSON STREET SYRACUSE, NY 13202	1/15/2021	20-33170 (KRH)	Tween Brands, Inc.	5391	\$ 1,050.29*
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
43	SP PORTERS VALE, LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH F WILMINGTON, DE 19801	1/19/2021	20-33170 (KRH)	Tween Brands, Inc.	5613	\$ 222.31
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
44	STUYVESANT PLAZA 4 TOWER PLACE SUITE 101 ALBANY, NY 12203	9/21/2020	20-33132 (KRH)	AnnTaylor Retail, Inc.	1956	\$ 774,229.85
Reason: No liability exists on the Debtors' books and records. The lease associated with this claim was assumed and assigned to Premium Brands Opc LLC.						
45	TOWNE CENTER VENTURE, L.L.P. 2001 KIRBY DRIVE, SUITE 610 HOUSTON, TX 77019	1/19/2021	20-33158 (KRH)	Catherines, Inc.	5782	\$ 1,885.06
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
46	WPI - GRAND PLAZA SAN MARCOS, LLC UAP - GRAND PLAZA, LLC C/O NEWMARK MERRILL COMPANIES, INC. ATTN: CATRINA BRANNON 427 COLLEGE BOULEVARD, SUITE K OCEANSIDE, CA 92057	4/2/2021	20-33115 (KRH)	Charming Shoppes, Inc.	6361	\$ 6,813.01
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						

Retail Group, Inc. 20-33113 (KRH)
 Thirty-First Omnibus Claims Objection
 Schedule 1 - No Liability (Lease) Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
47	WPI - GRAND PLAZA SAN MARCOS, LLC UAP - GRAND PLAZA, LLC C/O NEWMARK MERRILL COMPANIES, INC. ATTN: CATRINA BRANNON 427 COLLEGE BOULEVARD, SUITE K OCEANSIDE, CA 92057	4/2/2021	20-33115 (KRH)	Charming Shoppes, Inc.	6362	\$ 6,813.01
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
48	WPI - GRAND PLAZA SAN MARCOS, LLC UAP - GRAND PLAZA, LLC C/O NEWMARK MERRILL COMPANIES, INC. ATTN: CATRINA BRANNON 427 COLLEGE BOULEVARD, SUITE K OCEANSIDE, CA 92057	4/2/2021	20-33144 (KRH)	Lane Bryant #6243, Inc.	6359	\$ 6,813.01
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
49	WPI - GRAND PLAZA SAN MARCOS, LLC UAP - GRAND PLAZA, LLC C/O NEWMARK MERRILL COMPANIES, INC. ATTN: CATRINA BRANNON 427 COLLEGE BOULEVARD, SUITE K OCEANSIDE, CA 92057	4/2/2021	20-33144 (KRH)	Lane Bryant #6243, Inc.	6365	\$ 6,813.01
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
50	WRIT 1140, LLC C/O WASHREIT 1775 EYE STREET NW, SUITE 1000 WASHINGTON, DC 20006	3/24/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	6323	\$ 41,256.81
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.						
						TOTAL \$ 1,136,594.59* \$1,116,972.89

Schedule 2

Partially Satisfied Lease Claims

Retail Group Inc. 20-33113(KRH)
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 Thirty-First Omnibus Claims Objection
 Schedule 2 - Partially Satisfied Claims - REDLINE

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1 330 MADISON ASSOCIATES, LLC C/O JONES LANG LASALLE AMERICAS, INC. 330 MADISON AVENUE 2ND FLOOR MANAGEMENT OFFICE ATTENTION: GENERAL MANAGER NEW YORK, NY 10017	6198	AnnTaylor Retail, Inc.	Administrative	\$182,291.75	AnnTaylor Retail, Inc.	Administrative	\$0.00
		AnnTaylor Retail, Inc.	Unsecured	\$2,331,257.18	AnnTaylor Retail, Inc.	Unsecured	\$2,331,257.18
			Subtotal	\$2,513,548.93		Subtotal	\$2,331,257.18
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
2 ASH TREE SQUARE, LLC C/O MANCO ABBOTT P.O BOX 9440 FRESNO, CA 93792-9440	3077	Lane Bryant, Inc.	Administrative	\$460.68	Lane Bryant, Inc.	Administrative	\$0.00
		Lane Bryant, Inc.	Unsecured	\$224,227.10	Lane Bryant, Inc.	Unsecured	\$224,227.10
			Subtotal	\$224,687.78		Subtotal	\$224,227.10
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
3 BELLEVUE SQUARE, LLC NOLD MUCHINSKY PLLC 10500 NE 8TH STREET, SUITE 930 BELLEVUE, WA 98004	6236	AnnTaylor Retail, Inc.	Administrative	\$783.00	AnnTaylor Retail, Inc.	Administrative	\$0.00
		AnnTaylor Retail, Inc.	Unsecured	\$496,901.17	AnnTaylor Retail, Inc.	Unsecured	\$496,901.17
			Subtotal	\$497,684.17		Subtotal	\$496,901.17
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
4 BFW/HOWELL ASSOCIATES, LLC 570 DELAWARE AVE BUFFALO, NY 14202	943	Tween Brands, Inc.	Administrative	\$6,459.96	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$143,984.69	Tween Brands, Inc.	Unsecured	\$143,984.69
			Subtotal	\$150,444.65		Subtotal	\$143,984.69
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
5 CRAIG REALTY GROUP-TULARE, LLC CRAIG REALTY GROUP; ATTN: T. SWAN 4100 MACARTHUR BLVD., STE. 100 NEWPORT BEACH, CA 92660	2557	Lane Bryant #6243, Inc.	Administrative	\$71,512.96	Lane Bryant #6243, Inc.	Administrative	\$0.00
		Lane Bryant #6243, Inc.	Unsecured	\$100,175.38	Lane Bryant #6243, Inc.	Unsecured	\$100,175.38
			Subtotal	\$171,688.34		Subtotal	\$100,175.38
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
6 CRAIG REALTY GROUP-TULARE, LLC ATTN: T. SWAN 4100 MACARTHUR BLVD., STE. 100 NEWPORT BEACH, CA 92660	2730	Tween Brands, Inc.	Administrative	\$67,057.07	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$27,814.36	Tween Brands, Inc.	Unsecured	\$27,814.36
			Subtotal	\$94,871.43		Subtotal	\$27,814.36
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							

Retail Group Inc. 20-33113 (KRH)
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 Thirty-First Omnibus Claims Objection
 Schedule 2 - Partially Satisfied Claims

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
7 DULLES 28 RETAIL CENTRE GROUP L.L.C.	228	Tween Brands, Inc.	Administrative	\$2,535.85	Tween Brands, Inc.	Administrative	\$0.00
LERNER CORPORATION 2000 TOWER OAKS BLVD., 8TH FLOOR ROCKVILLE, MD 20852		Tween Brands, Inc.	Unsecured	\$81,517.82	Tween Brands, Inc.	Unsecured	\$81,517.82
			Subtotal	\$84,053.67		Subtotal	\$81,517.82
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
8 DULLES TOWN CENTER MALL L.L.C.	747	Tween Brands, Inc.	Administrative	\$7,406.83	Tween Brands, Inc.	Administrative	\$0.00
LERNER CORPORATION 2000 TOWER OAKS BLVD., 8TH FLOOR ROCKVILLE, MD 20852		Tween Brands, Inc.	Unsecured	\$305,213.37	Tween Brands, Inc.	Unsecured	\$305,213.37
			Subtotal	\$312,620.20		Subtotal	\$305,213.37
REEP-RTL DTC VA LLC AS TRANSFeree OF DULLES TOWN CENTER MALL L.L.C. ATTN: ALAN RUBENSTEIN DULLES TOWN CENTER C/O REAL ESTATE 51 MADISON AVENUE, 9TH FL NEW YORK, NY 10010-1603							
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
9 FORUM LONE STAR, L.P.	5503	Tween Brands, Inc.	Administrative	\$6,898.84	Tween Brands, Inc.	Administrative	\$0.00
C/O JASPMAN SCHLESINGER LLP 300 GARDEN CITY PLAZA, 5TH FLOOR GARDEN CITY, NY 11530		Tween Brands, Inc.	Unsecured	\$40,463.16	Tween Brands, Inc.	Unsecured	\$40,463.16
			Subtotal	\$47,362.00		Subtotal	\$40,463.16
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
10 HAMMOND SQUARE, L.L.C.	3343	Tween Brands, Inc.	Administrative	\$12,545.01	Tween Brands, Inc.	Administrative	\$0.00
ATTN: JUSTIN R. GLENN ADAMS AND REESE LLP 701 POYDRAS STREET, SUITE 4500 NEW ORLEANS, LA 70139		Tween Brands, Inc.	Unsecured	\$20,863.83	Tween Brands, Inc.	Unsecured	\$20,863.83
			Subtotal	\$33,408.84		Subtotal	\$20,863.83
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							

Retail Group Inc. 20-33113(KRH)
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Thirty-First Omnibus Claims Objection
Schedule 2 - Partially Satisfied Claims

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
11 HG GALLERIA, LLC SIMON PROPERTY GROUP - BANKRUPTCY 225 WEST WASHINGTON STREET INDIANAPOLIS, IN 46204	2156	Tween Brands, Inc.	Administrative	\$31,276.40	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$1,087,284.18		Unsecured	\$1,087,284.18
			Subtotal	\$1,118,560.58		Subtotal	\$1,087,284.18
Reason: All administrative asserted liabilities for post-petition charges have been (1) paid through the date of the lease rejection for those leases ordered rejected or (2) no liability exists on the Debtor's books and records as the liability relates to executory contracts which were assumed and assigned to Premium Brands Opc LLC.							
12 HIGHLAND COMMONS ASSOCIATES, LLC 570 DELAWARE AVE BUFFALO, NY 14202	1317	Lane Bryant, Inc.	Administrative	\$5,492.11	Lane Bryant, Inc.	Administrative	\$0.00
		Lane Bryant, Inc.	Unsecured	\$220,141.79		Unsecured	\$0.00* \$220,141.79
			Subtotal	\$225,633.90		Subtotal	\$0.00 \$220,141.79
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
13 KRE COLONIE OWNER LLC BALLARD SPAHR LLP ATTN: DUSTIN P. BRANCH 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	6240	Lane Bryant, Inc.	Administrative	\$6,189.99	Lane Bryant, Inc.	Administrative	\$0.00
		Lane Bryant, Inc.	Unsecured	\$11,351.35		Unsecured	\$11,351.35
			Subtotal	\$17,541.34		Subtotal	\$11,351.35
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
14 L.I. PORTFOLIO HOLDINGS, LLC DUSTIN P. BRANCH, ESQ. BALLARD SPAHR LLP 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	6126	AnnTaylor Retail, Inc.	Administrative	\$10,451.51	AnnTaylor Retail, Inc.	Administrative	\$0.00
		AnnTaylor Retail, Inc.	Unsecured	\$381,170.61		Unsecured	\$381,170.61
			Subtotal	\$391,622.12		Subtotal	\$381,170.61
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
15 LINCOLN PLAZA CENTER, L.P. SIMON PROPERTY GROUP - BANKRUPTCY 225 WEST WASHINGTON STREET INDIANAPOLIS, IN 46204	2585	AnnTaylor Retail, Inc.	Administrative	\$4,191.49	AnnTaylor Retail, Inc.	Administrative	\$0.00
		AnnTaylor Retail, Inc.	Unsecured	\$125,163.86		Unsecured	\$125,163.86
			Subtotal	\$129,355.35		Subtotal	\$125,163.86
Reason: All administrative asserted liabilities for post-petition charges have been (1) paid through the date of the lease rejection for those leases ordered rejected or (2) no liability exists on the Debtor's books and records as the liability relates to executory contracts which were assumed and assigned to Premium Brands Opc LLC.							

Retail Group Inc. 20-33113(KRH)
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Thirty-First Omnibus Claims Objection
Schedule 2 - Partially Satisfied Claims

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
16 MALL AT MONTGOMERY, L.P. SIMON PROPERTY GROUP - BANKRUPTCY 225 WEST WASHINGTON STREET INDIANAPOLIS, IN 46204	2568	AnnTaylor Retail, Inc. AnnTaylor Retail, Inc.	Administrative Unsecured Subtotal	\$10,826.40 \$379,504.11 \$390,330.51	AnnTaylor Retail, Inc. AnnTaylor Retail, Inc.	Administrative Unsecured Subtotal	\$0.00 \$379,504.11 \$379,504.11
Reason: All administrative asserted liabilities for post-petition charges have been (1) paid through the date of the lease rejection for those leases ordered rejected or (2) no liability exists on the Debtor's books and records as the liability relates to executory contracts which were assumed and assigned to Premium Brands Opc LLC.							
17 MEMORIAL CITY MALL, LP C/O DUSTIN P. BRANCH, ESQ. BALLARD SPAHR LLP 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	5519	Tween Brands, Inc. Tween Brands, Inc.	Administrative Unsecured Subtotal	\$3,577.44 \$392,225.46 \$395,802.90	Tween Brands, Inc. Tween Brands, Inc.	Administrative Unsecured Subtotal	\$0.00 \$392,225.46 \$392,225.46
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
18 PIER PARK, LLC SIMON PROPERTY GROUP ATTN: BANKRUPTCY 225 WEST WASHINGTON STREET INDIANAPOLIS, IN 46204	3310	Tween Brands, Inc. Tween Brands, Inc.	Administrative Unsecured Subtotal	\$1,743.89 \$85,871.14 \$87,615.03	Tween Brands, Inc. Tween Brands, Inc.	Administrative Unsecured Subtotal	\$0.00 \$85,871.14 \$85,871.14
Reason: All administrative asserted liabilities for post-petition charges have been (1) paid through the date of the lease rejection for those leases ordered rejected or (2) no liability exists on the Debtor's books and records as the liability relates to executory contracts which were assumed and assigned to Premium Brands Opc LLC.							
19 PREP HILLSIDE REAL ESTATE LLC MEAGAN D. WEBB DIRECTOR OF LEGAL SERVICES 5905 E. GALBRAITH RD. SUITE 1000 CINCINNATI, OH 45236	5300	Tween Brands, Inc. Tween Brands, Inc.	Administrative Unsecured Subtotal	\$224.95 \$108,014.14 \$108,239.09	Tween Brands, Inc. Tween Brands, Inc.	Administrative Unsecured Subtotal	\$0.00 \$108,014.14 \$108,014.14
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
20 TRAHWEN, LLC 570 DELAWARE AVE BUFFALO, NY 14202	1365	Catherines, Inc. Catherines, Inc.	Administrative Unsecured Subtotal	\$10,226.84 \$39,760.24 \$49,987.08	Catherines, Inc. Catherines, Inc.	Administrative Unsecured Subtotal	\$0.00 \$39,760.24 \$39,760.24
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							

Retail Group Inc. 20-33113(KRH)
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 Thirty-First Omnibus Claims Objection
 Schedule 2 - Partially Satisfied Claims

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
21 TWC CHANDLER, LLC BALLARD SPAHR LLP DUSTIN P. BRANCH, ESQ. 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	5544	Tween Brands, Inc.	Administrative	\$2,321.78	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$517,201.92	Tween Brands, Inc.	Unsecured	\$517,201.92
			Subtotal	\$519,523.70		Subtotal	\$517,201.92
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
22 WEINGARTEN NOSTAT, INC. C/O WEINGARTEN REALTY INVESTORS ATTN: LITIGATION DIVISION 2600 CITADEL PLAZA DR., SUITE 125 HOUSTON, TX 77008	4860	Lane Bryant, Inc.	Administrative	\$427.06	Lane Bryant, Inc.	Administrative	\$0.00
		Lane Bryant, Inc.	Unsecured	\$199,035.58	Lane Bryant, Inc.	Unsecured	\$199,035.58
			Subtotal	\$199,462.64		Subtotal	\$199,035.58
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
23 WG TAVERN SQUARE VENTURE LLC C/O GROSS, ROMANICK, DEAN & DESIMONE, PC 3975 UNIVERSITY DRIVE, SUITE 410 FAIRFAX, VA 22030-2520	4436	AnnTaylor Retail, Inc.	Administrative	\$8,703.33	AnnTaylor Retail, Inc.	Administrative	\$0.00
		AnnTaylor Retail, Inc.	Unsecured	\$499,264.47	AnnTaylor Retail, Inc.	Unsecured	\$499,264.47
			Subtotal	\$507,967.80		Subtotal	\$499,264.47
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
24 YTC MALL OWNER, LLC BALLARD SPAHR LLP DUSTIN P. BRANCH, ESQ. 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	5484	Tween Brands, Inc.	Administrative	\$1,967.00	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$76,110.46	Tween Brands, Inc.	Unsecured	\$76,110.46
			Subtotal	\$78,077.46		Subtotal	\$76,110.46
Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.							
TOTAL				\$ 8,350,089.51	TOTAL		\$ 7,894,517.37
				\$ 5,345,118.88			\$ 4,863,431.13